

Filing fee: \$10.00

19906

APPLICATION FOR  
CERTIFICATE OF WITHDRAWAL  
OF  
FRAM CORPORATION

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-112 of the General Laws, 1956, as amended, the undersigned Fram Corporation, a Delaware corporation, hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Fram Corporation

SECOND: It is incorporated under the laws of the State of Delaware

THIRD: It is not transacting business in the State of Rhode Island.

FOURTH: It hereby surrenders its authority to transact business in Rhode Island.

FIFTH: It revokes the authority of its registered agent in Rhode Island to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in Rhode Island during the time the corporation was authorized to transact business in Rhode Island may thereafter be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.

SIXTH: The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is Allied Corporation, P.O. Box 4000R, Morristown, New Jersey 07960

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
None			

(Fram Corporation was merged out of existence on 4/29/85)

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
None			

01/29/86 PAID  
CP10 10.00  
CHK 10.00  
0431A001

10:00  
JAN 28 1986





Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF THE BENDIX CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING BENDIX AUTOLITE CORPORATION AND FRAM CORPORATION CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 1985, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

|||||||

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 10643606  
DATE: 10/25/1985

725298065

CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
FRAM CORPORATION  
AND  
BENDIX AUTOLITE CORPORATION  
INTO  
THE BENDIX CORPORATION

\* \* \* \* \*

The Bendix Corporation, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 13th day of April, 1929, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Fram Corporation, a corporation incorporated on the 28th day of April, 1967, pursuant to the General Corporation Law of the State of Delaware, and of Bendix Autolite Corporation, a corporation incorporated on the 10th day of September, 1973, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted on the 27th day of March, 1985 by written consent of all of the members of said Board, determined to and did merge into itself said Fram Corporation and Bendix Autolite Corporation:

RESOLVED, that the Corporation merge, and it hereby does merge, into itself Fram Corporation, a Delaware corporation ("Fram"), and Bendix Autolite Corporation, a Delaware corporation ("BAC"), and assumes all of the liabilities and obligations of each of said corporations.

RESOLVED, that the mergers of Fram and BAC into the Corporation shall become effective as of the close of business on March 29, 1985.

RESOLVED, that the proper officers of the Corporation be and they hereby are authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Fram and BAC into the Corporation and assume the liabilities and obligations of each of said corporations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County, Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said mergers.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, these mergers may be terminated and abandoned by the Board of Directors of The Bendix Corporation at any time prior to the date of filing the mergers with the Secretary of State.

IN WITNESS WHEREOF, said The Bendix Corporation has caused this certificate to be signed by D. R. Kayser, its Senior Vice President, this 27th day of March, 1985.

THE BENDIX CORPORATION

BY *D. R. Kayser*  
D. R. Kayser  
Senior Vice President

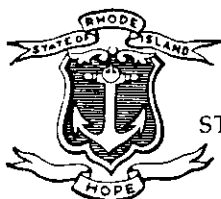
ATTEST:

BY *A. B. Samet*  
A. B. Samet  
Secretary

CASH 50.00  
CHECK 50.00

01/29/86 PAID 0430A001

JAN 28 1986 @ 10:00  
*R*



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
289 Promenade Street  
Providence, R. I. 02908

September 25, 1985

TO WHOM IT MAY CONCERN

RE.

SEP 30 1985

GENE S. SCHNEVER

Re: Fram Corporation.

It appears from our records that the above-named corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

Very truly yours,

R. Gary Clark  
Tax Administrator

James J. Cimino  
Chief Revenue Agent  
Corporations